

**AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574**

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, hereinafter referred to as AMENDMENT.

The RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574 was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, and as the RENEWAL AND AMENDMENT OF RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE AND ASSOCIATED RIGHTS, ADL 63574, as Document No. 2002-025712-0, pages 1 through 30 on December 6, 2002 in the Fairbanks Recording District.

This AMENDMENT is made and entered into and becomes effective this 23rd day of January, 2004 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for the Trans-Alaska Pipeline System owner companies located at P.O. Box 196660, MS 1596, Anchorage, Alaska 99519-6660 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land for a temporary construction zone to accommodate the installation and maintenance of revetment structure on the east bank of the Middle Fork Koyukuk River at pipeline milepost 217. The revetment will enhance the integrity of the pipeline by preventing further encroachment of the Middle Fork Koyukuk River on the workpad and above ground pipeline.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands within the Fairbanks Recording District described as:

Township 31 North, Range 10 West, Fairbanks Meridian, Alaska.

Section 19, W2, those lands lying below the ordinary high water mark of the Middle Fork Koyukuk River within an 800' x 1,800' area, adjacent to the Trans-Alaska Pipeline System (TAPS) right-of-way, as depicted on the drawing submitted with the application labeled "PLMP 217 KOYUKUK RIVER REVETMENT, PLATE 1, AT: SEC. 19, T 31 N., R 10 W., FAIRBANKS MERIDIAN ALASKA.

Containing approximately 33.0 acres.

The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

The lands needed to accommodate the revetment structure after construction will be substantially less than those described above. After construction, Alyeska Pipeline Service Company will submit an as-built drawing for the Commissioner's approval. The as-built drawing will tie the structures to the pipeline centerline. Upon Alyeska's acceptance of the Commissioner's approval of the as-built, Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574 will be amended to reflect the final, amended legal description.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE



Thomas E. Irwin
Commissioner
Department of Natural Resources



Peter C. Nagel / Sr. Landowner Relations Specialist
Alyeska Pipeline Service Company, Agent
for the Trans-Alaska Pipeline System owner
companies

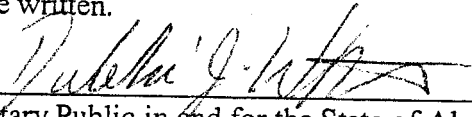
STATE OF ALASKA

ss.

THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 9th day of JANUARY, 2004, before me, personally appeared Peter C. Nagel, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for the Trans-Alaska Pipeline System owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.



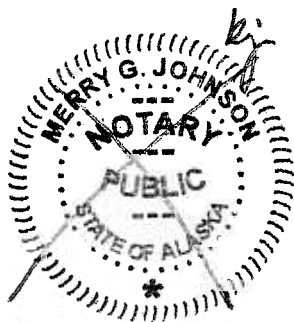
Notary Public in and for the State of Alaska
My Commission expires 9/29/04

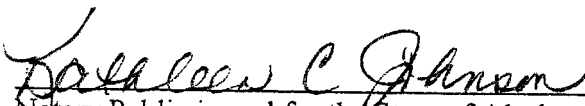
STATE OF ALASKA

) ss.

THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 23rd day of JANUARY, 2004, before me, personally appeared Thomas E. Irwin, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.





Notary Public in and for the State of Alaska
My Commission expires 10-31-2004

